FORM D

NOTICE OF SALE OF SECURITIES

PURSUANT TO REGULATION D,

SECTION 4(6), AND/OR

UNIFORM LIMITED OFFERING EXEMPTION

DEC 1 1 2006

SI	C USE OI	NLY
Prefix		Serial
D	TE RECEI	VED

hours per response 16.00

Name of Offering (check if this is an amendment and name has changed, and	d indicate change.)
Caribbean Sustainable Fisheries Corporation - Offering of Convertible P	Promissory Notes and Common Shares
Filing Under (Check box(es) that apply): ☐ Rule 504 ☐ Rule 505	Rule 506 Section 4(6) ULOE
Type of Filing: ☑ New Filing ☐ Amendment	N. D. C. T. L.
A. BASIC IDENTIFICATION	
1. Enter the information requested about the issuer	
Name of Issuer (Cicheck if this is an amendment and name has changed, and in	
Caribbean Sustainable Fisheries Corporation Address of Executive Offices (Number and Street, City, State, Zip Corporation)	Code) Telephone 08065405
c/o Venulum Ltd., 4 th Floor, Rodus Building, Road Reef, P.O. Box 765, R	
Town, Tortola BVI	<u> </u>
Address of Principal Business Operations (Number and Street, City, State, Zip	Code) Telephone Number (Including Area Code)
(if different from Executive Offices) Same as above.	Same as above.
Brief Description of Business: Seafood research, development and marketing	
Type of Business Organization	other (please specify): PROCESSED
☐ corporation ☐ limited partnership, already formed ☐ limited partnership, to be formed	Office (piease speedy).
business trust	JAN 0 3 2007
	5 🖾 Actual 🗆 Estimated
Actual or Estimated Date of Incorporation or Organization: US. Postal Service Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service)	E Actain E Sommed
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service CN for Canada; FN for other foreign jurisdiction)	FINANCIAL
GENERAL INSTRUCTIONS	
Endarole	
Who Must File. All issuers making an offering of securities in reliance on an exempti	on under Regulation D or Section 4(6), 17 CFR 230.501 et seq.
Or 15 U.S.C. 77d(6).	,
When To File: A notice must be filed no later than 15 days after the first sale of sec	curities in the offering. A notice is deemed filed with the U.S.
Securities and Exchange Commission (SEC) on the earlier of the date it is received	d by the SEC at the address given below or, it received at that
address after the date on which it is due on the date it was mailed by United States regi	istered or certified mail to that address.
Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Wa	
Copies Required: Five (5) copies of this notice must be filed with the SEC, one of w	hich must be manually signed. Any copies not manually signed
must be photocopies of the manually signed copy or bear typed or printed signatures.	
,	leases aged only report the name of the issuer and offering, any
Information Required: A new filing must contain all information requested. Amende changes thereto, the information requested in Part C, and any material changes from the	the information previously supplied in Parts A and B. Part E need
not be filed with the SEC.	
Filing Fee: There is no federal filing fee.	
State:	ATT ON the released requirities in those state that have
This notice shall be used to indicate reliance on the Uniform Limited Offering exe adopted ULOE and that have adopted this form. Issuers relying on ULOE must file	emption (ULUE) for sales of securities in mose state that have a concrete notice with the Securities Administrator in each state
where cales are to be or have been made. If a state requires the navment of a fee as a	a precondition to the claim for the exemption, a fee in the proper
amount shall accompany this form. This notice shall be filed in the appropriate sta	ates in accordance with state law. The Appendix to the notice
constitutes a part of this notice and must be completed	
The second of th	of the federal exemption. Conversely, failure to file
the appropriate federal notice will not result in a loss of an average and the superspecies of the supersp	allable state exemption unless such exemption is
constitutes a part of this notice and must be completed. ATTENTIC Equipment to file notice in the appropriate states will not result in a loss	ON
the appropriate federal notice will not result in a loss of an ave	aliable state exemblion onless such exemblion is

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid **OMB** control number.

predicated on the filing of a federal notice.

SEC 1972 (2-97) 1 of 8

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Each beneficial own	er having the power t	has been organized with to vote or dispose, or dir	ect the vote or dispositi	ion of, 10% or m	ore of a class of equity
securities of the issuEach executive office	er; er and director of co	rporate issuers and of co	rporate general and ma	naging general p	artners of partnership
issuers; and • Each general and ma	anaging partner of pa	rtnership issuers.	 		
Check Box(es)that Apply:	⊠ Promoter	☑ Beneficial Owner	☐ Executive Officer	☑ Director	General and/or Managing Partners
Full Name (Last name first Power, Robert	, if individual)		1	·	
Business or Residence Add c/o Venulum Ltd., 4th Fl	dress (Number and oor, Rodus Buildin	Street, City, State, Zip C g, Road Reef, P.O. B	code) ox 765, Road Town,	Tortola BVI	
(Check Box(es)that Apply:	□ Promoter □	⊠Beneficial Owner	DExecutive Officer	☑ Director	General and/or, Managing Partners
Full Name (Last name firs Cadman, Giles					
Business of Residence Ad c/o Venulum Ltd. 4 F	dress in (Number and loor, Rodus Building)	ig, Road Reef, P.O. B	ox 765, Road Town,	Tortola BVI	
Check Box(es)that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☑ Director	General and/or Managing Partners
Full Name (Last name firs Schmidt, Jadon					·
Business or Residence A	loor, Rodus Buildii	ng, Road Reef, P.O. B	ox 765, Road Town,	Tortola BVI	
Check Box(es)that Apply	Promoter :	Beneficial Owner	□ Executive Officer	. Z⊠. Director	☐ General and/or; Managing Partners;
Full Name (Last name fin Lowden, Richard					
Business or Residence Ad c/o Venulum Ltd., 4th F	ldress (Number and loor, Rodus Buildi	Street, City, State, Zip, ng, Road Reef, P.O. I	Box 765, Road Town,	Tortola BVI	
Check Box(es)that Apply		☑ Beneficial Owner	☐ Executive Office	r 🗅 Director	☐ General and/or Managing Partners
Full Name (Last name firs Diligentum Internationa	l Holdings Ltd.				
Business or Residence Acc/o Venulum Ltd., 4 th F	loor, Rodus Buildi	ng, Road Reef, P.O. I	Box 765, Road Town		
Check Box(es)that Apply		□ Beneficial Owner.	□ Executive Office	r. □ Directors	□ General and/or Managing Partners
Full Name (Last name fir					
Business or Residence A					
	(Use blank sheet	t, or copy and use addition	onal copies of this shee	t, as necessary.)	
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1. Has the	issuer sold, o	or does the					į,				.,,	
			Ans	wer also ii	n Appendix	, Column 2	, if filing u	nder ULOI	Ξ.			
2. What is	the minimur	n investm	ent that will	be accept	ed from an	y individua	1?				\$ <u>100</u> Yes	<u>,000</u> No
3. Does the	e offering pe	rmit joint	ownership (of a single	unit?	,					X	
4 Enter th	e informati	on reques	sted for eac	h person	who has b	een or wil	l be paid o	or given, d	lirectly or i	ndirectly,	any	
commi	ssion or simes	ilar remui	neration for	solicitatio	n of purch: broker or c	asers in coi dealer regis	tered with t	th sales of he SEC an	d/or with a	state or sta	tes,	
list the	name of the	broker o	r dealer. If	more than	five (5) pe	rsons to be	listed are a	ssociated p	erson of su	ich a broke	ror	:
dealer,	you may set	t forth the	information	for that b	roker or de	aler only.	N/A					
Full Name	(Last name	first, if in	idividual)				ļ					
	or Residence	Addross	(Number:	and Street	City State	Zin Code	<u> </u>	<u> </u>				
Business (. Residence	: Augress	(Mullioer	and Sheet	, City, State	., Дір соце	, i	ŧ				
Name of A	Associated E	roker or I	Dealer									
							· -					<u>:</u>
States in \	Which Perso "All States"	n Listed h	as Solicited individual S	or Intendent	s to Solicit	Purchasers			· .		🗆 All Sta	tes
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[RI]	[SC]	[SD]	[TN]	[TX]			- 1					
Full Name	e (Last name	e first, if i	ndividual)									
Business	or Residenc	e Address	(Number	and Street	, City, Stat	e, Zip Code)				<u> </u>	
			<u> </u>		<u> </u>	·						
Name of	Associated I	Broker or	Dealer				•					
	Which Perso	I !-4-d I	eas Saliaitas	l or Intend	e to Solicit	Purchasers						
Check	"All States"	or check	individual S	states)				,			· 🗆	All States
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Business	or Residence	e Address	(Number	and Stree	t, City, Stat	te, Zip Cod	e)			-		
		<u> </u>	D. 1	<u> </u>	<u> </u>		<u> </u>		<u>-</u>			
Name of	Associated	Broker or	Dealer							,		
States in	Which Pers	on Listed	has Solicite	d or Intend	ds to Solici	Purchaser	s					
(Check	"All States	" or check	individual:	States)	·····	•••••			*************			All States
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[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	. [PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	(VA)	[WA]	[WV]	[Wi]	[WY]	[PR]

1. Enter the aggregate offing price of securities included in this offering and the total sold. Enter "0" if the answer is "none" or "zero". If the transaction is an exchange this box and indicate in the columns below the amounts of the securities offer in the columns below the amounts of the securities.	ge offering, check		
and already exchanged. Type of Security		Aggregate Offering Amount \$ 700,000	Amount Already Sold \$525,000
Debt*		\$ 49	\$ 0
Equity*	***************************************	D 49	3 0
☐ Common ☐ Preferred Convertible Securities (including warrants)		\$	\$
Partnership Interests		-	\$
Partnership interests	***************************************	\$	\$
Other (Specify):		\$ 700,049	\$525,000
Total		\$ 700,049	\$525,000
Answer also in Appendix, Column 3, if filing under ULOE		·	
2. Enter the number of accredited and non-accredited investors who have purchase offering and the aggregate dollar amounts of their purchases. For offerings indicate the number of persons who have purchased securities and the aggregate their purchases on the total lines. Enter "0" if answer is "none" or "zero".	under Rule 504,		
		Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors		23	\$525,000
Non-accredited Investors		0	\$ 0
Total (for filings under Rule 504 only)	•	N/A	\$ N/A
Answer also in Appendix, Column 4, if filing under ULOE		2	
3. If this filing is for an offering under Rule 504 or 505, enter the information securities sold by the issuer, to date, in offerings of the types indicated, in the type prior to the first sale of securities in this offering. Classify securities by type Question 1. Type of offering	welve (12) months : listed in Part C -	Type of Security	Dollar Amount Sold
Rule 505			\$ N/A
Regulation A		N/A	\$ N/A
Rule 504		N/A	\$ N/A
Total	************	N/A	\$ N/A
			\$ N/A
4. a. Furnish a statement of all expenses in connection with the issuance and securities in this offering. Exclude amounts relating solely to organization exp The information may be given as subject to future contingencies. If the amount is not known, furnish an estimate and check the box to the left of the estimate.	enses of the issuer.		
Transfer Agent's Fees			\$
Printing and Engraving Costs			\$
Legal Fees	*************	X	\$30,000
Accounting Fees	***************************************	X	\$30,000
Engineering Fees			\$
Sales Commissions(specify finder's fees separately)			\$
Other Expenses (identify)			\$
Total		X	\$60,000
		0/ -£.1 - £.11- diluted	

^{*} The Notes are convertible into Common Shares of the Company either at the election of Noteholders, at a rate of .125% of the fully-diluted equity of the Company, or by the Company, at a rate of .18% of the fully-diluted equity of the Company, each at the time of conversion, for each \$12,500 principal amount of Notes held:

Salaries and fees. Payments To Officers, Directors, & Payments To Officers, Directors, can adjusted or real estate. Purchase of real estate. Purchase of real estate. Purchase, rental or leasing and installation of machinery and equipment \$\frac{1}{2}\$			Post C. Onos	tion		"	
"adjusted gross proceeds to the issuer" Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set froth in response to Part C - Question 4 b above. Payments To Officers, Directors, & Payment Affiliates Salaries and fees. Purchase of real estate. Purchase, rental or leasing and installation of machinery and equipment. Construction or leasing of plant buildings and facilities. Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger). Repayment on indebtedness. Working capital. Column Totals.	Enter the difference between the aggregate offer	Ing price given in response to	ran C - Ques difference is	the			
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	issuer has duly caused this notice to be signed	by the undersigned duly auth	norized person	ı. İ	f this notice i	s filed under	Rule 505
e issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 5	lowing signature constitutes an undertaking by the	issuer to furnish to the U.S. S	Securities Con	nmı: CD	ssion, upon Wi la soo	ntten request	oi its stait,
lowing signature constitutes an undertaking by the issuer to furnish to the U.S. Securities Commission, upon written request of its st	ormation furnished by the issuer to any non-accred	ited investor pursuant to parag	grapri (u)(z) u	ı Ku	IC 302.		
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